

**EIGHTH AMENDMENT TO
AGREEMENT TO SELL AND PURCHASE REAL ESTATE**

THIS EIGHTH AMENDMENT TO AGREEMENT TO SELL AND PURCHASE REAL ESTATE (this "Eighth Amendment") is made and entered into as of the ____ day of June, 2006, by and between the CITY OF SEATTLE, a first class city of the State of Washington ("Seller") and LOWE'S HIW, INC., a Washington corporation, ("Buyer").

RECITALS

WHEREAS, Seller and Buyer have entered into that certain Agreement to Sell and Purchase Real Estate dated January 21, 2005, as amended (the "Purchase Agreement"); and

WHEREAS, the Seventh Amendment Extended the termination of the Entitlement Period to April 15, 2006 and provided an additional period of up to sixty (60) days by giving written notice if the conditions of Section 7.1 of the Purchase Agreement had not been met by April 15, 2006; and

WHEREAS, Buyer provided written notice to the Seller on April 10, 2006 to extend the Entitlement Period to June 14, 2006; and

WHEREAS, the parties desire to amend the Purchase and Sale Agreement to extend the Entitlement Period in accordance with the terms set forth herein.

NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein, the sufficiency of which consideration is acknowledged by all parties hereto, it is hereby agreed as follows:

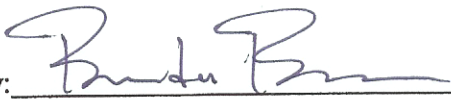
1. Incorporation. The above recitals are incorporated herein. Unless otherwise provided herein, defined terms, words and phrases shall have the same meaning as provided for in the Purchase Agreement and are restated herein as if set forth in their entirety.

2. Entitlement Period. Section 7.3 of the Purchase Agreement is hereby amended to provide that the expiration of the Entitlement Period shall occur on December 31, 2006.

4. Miscellaneous. Except as expressly modified by the provisions of this Amendment, the Purchase Agreement shall continue in full force and effect. In the event any inconsistencies exist between the terms of this Amendment and the Purchase Agreement, this Amendment shall control. The individuals who execute this Amendment represent and warrant that they are duly authorized to execute this Amendment on behalf of Buyer and Seller, as the case may be, and the parties named are all of the parties and proper parties, and that no other signature, act or authorization is necessary to bind such entities to the provisions of this Amendment.

IN WITNESS WHEREOF, the parties have executed this Eighth Amendment to Agreement to Sell and Purchase Real Estate as of the date first above written.

CITY OF SEATTLE

By: 
Brenda Bauer
Director, Fleets & Facilities Department

LOWE'S HIW, INC.

By: 
Name: Michael L. Skiles
Title: Vice President

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